

VOTING FORM

The undersigned (for private individuals: surname, first name, occupation and place of residence; for legal entities: company name, company type, registered office and identity and position of the representative(s) - *see instruction 1 below*)

Owner of _____ **ordinary shares** in public limited company **RECTICEL NV/SA**, with its registered office at Avenue du Bourget 42, 1130 Brussels (Haren),

hereby states that it wishes to participate in **the Special General Meeting** of the above-mentioned Company, which will take place at the Company's registered office at Bourgetlaan 42, 1130 Brussels (Haren), Belgium and **online** via the Lumi platform (see "Practical provisions" in the convocation of the Special General Meeting), **on Friday 24 December 2021 at 10 am**, in accordance with the provisions of article 7:152 of the Belgian Code of Companies and Associations.

wishes to use the possibility to vote by correspondence before the General Meeting for the above-mentioned number of shares adequately registered on the Registration Date, as mentioned in the notice convening the General Meeting,

and wishes to submit the following votes (*see instruction 2 below*):

Votes on the agenda for the General Meeting

1. Approval of the proposed sale of the Bedding business in accordance with article 7:152 of the Belgian Code for Companies and Associations, to the extent such shareholders' approval is required at that time

Proposed resolution: The shareholders approve the proposed sale of the Bedding business by the Company to Aquinos Industry, SGPS, S.A. for a cash consideration based on an Enterprise Value of EUR 122.4 million on a cash and debt free basis, whereby the equity price will be determined on the basis of the actual net financial debt position and working capital position at completion of the transaction.

FOR: _____

AGAINST : _____

ABSTAIN : _____

2. Powers

Proposed resolution: The shareholders grant the power to the board of directors to negotiate, agree and execute the share purchase agreement and any other related transaction agreements, determine the final equity purchase price based on the net financial debt and the working capital position and any other terms and conditions for the sale, and to sign any further documents and perform any further acts that are required for the implementation of the proposed sale, including the carve-out of the Bedding business.

FOR: _____	AGAINST : _____	ABSTAIN : _____
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Name and surname: _____

Function: _____

Place and date: _____

Signature: _____

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RELEVANT INSTRUCTIONS

(1) In order to participate to the General Meeting, shareholders must present proof of their identity (identity card or passport) and representatives of legal entities must, in addition, provide proof of their power of representation (relevant legal company documents). Copies of the relevant proof must be attached to this form.

The Company must receive the voting form **no later than 18 December 2021**. The signed voting form, together with the relevant proof, can be provided by all possible means to the bureau, including by sending a scanned copy or picture of the form via e-mail to companysecretary@recticel.com. In the absence of the form and relevant proof at the General Meeting, the voting form is made null and void. Electronic votes can be submitted on the Lumi platform until 23 December 2021.

(2) A vote by correspondence is final. The forms in which neither the voting method nor the abstention are stated are null and void. If shareholders exercise their right under the legal and statutory provisions to submit new motions for resolutions regarding the items on the agenda, the votes by correspondence submitted before the publication of the updated agenda remain valid for the unchanged agenda items included in the current form. Votes on agenda items for which new motions for resolutions have been submitted, shall be disregarded.

In this case, shareholders can vote by correspondence on these new motions for resolutions by using the updated voting by correspondence form that the Company shall make available.

If shareholders exercise their right under the legal and statutory provisions to put new items on the agenda of the General Meeting, shareholders can vote by correspondence on these new agenda items by using the updated voting by correspondence form that the Company shall make available in that case. The votes included in the current form on existing and unchanged agenda items shall remain valid. If no vote is cast on the new agenda items, this is considered as abstention.

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